

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of Texas
(State)Case number (if known): _____ Chapter 11☐ Check if this is an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy****12/15**

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Linc USA GP**2. All other names debtor used in the last 8 years**

Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) 4 6 _ 1 0 2 5 2 3 4**4. Debtor's address****Principal place of business**1829 East Winfree Road
Number StreetBaytown TX 77523
City State ZIP CodeHarris
County**Mailing address, if different from principal place of business**_____
Number Street_____
P.O. Box_____
City State ZIP Code**Location of principal assets, if different from principal place of business**_____
Number Street_____
City State ZIP Code**5. Debtor's website (URL)** lincenergy.com**6. Type of debtor**☐ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☒ Partnership (excluding LLP)☐ Other. Specify: _____

Debtor

Linc USA GP
Name

Case number (if known)

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.2 1 1 1

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11.

Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No☐ Yes.District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☐ No☒ Yes.Debtor See Schedule 1 Relationship _____District _____ When _____
MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Case number, if known _____

Debtor Linc USA GP Case number (if known) _____
Name

11. Why is the case filed in *this* district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
 What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property?

Number _____ Street _____

City _____ State _____ ZIP Code _____

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
- Contact name _____
- Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input checked="" type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor Linc USA GP
Name

Case number (if known) _____

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/11/2016
MM / DD / YYYY

x

Michael Mapp
Signature of authorized representative of debtor

Michael Mapp
Printed name

Title President

18. Signature of attorney

x Jason G. Cohen
Signature of attorney for debtor

Date 5/13/2016
MM / DD / YYYY

Jason G. Cohen
Printed name

Bracewell LLP
Firm name

711 Louisiana Street, Suite 2300
Number Street

Houston
City

(713) 223-2300
Contact phone

TX
State

24050435
Bar number

TX
State

77002
ZIP Code

jason.cohen@bracewelllaw.com
Email address

SCHEDULE 1

Bankruptcy Cases Filed by the Debtor and Its Affiliates

As of the date of this filing, each of the entities listed below filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the number assigned to the chapter 11 case of Linc USA GP.

- Diasu Holdings, LLC
- Diasu Oil & Gas Company, Inc.
- Linc Alaska Resources, LLC
- Linc Energy Finance (USA), Inc.
- Linc Energy Operations, Inc.
- Linc Energy Petroleum (Louisiana), LLC
- Linc Energy Petroleum (Wyoming), Inc.
- Linc Energy Resources, Inc.
- Linc Gulf Coast Petroleum, Inc.
- Linc USA GP
- Paen Insula Holdings, LLC

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS**

In re: LINC USA GP, <i>et al.</i> ¹ <div style="text-align: right;">Debtors.</div>)))))	Chapter 11 Case No. [] () (Joint Administration Requested)
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CORPORATE OWNERSHIP STATEMENT OF LINC USA GP

Pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(1), the following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of Linc Gulf Coast Petroleum, Inc.'s equity interests:

Shareholder
Linc Energy GP1 Pty Ltd
Linc Energy GP2 Pty Ltd
Linc Energy Ltd

¹ The Debtors in these chapter cases, along with the last four digits of each Debtor's federal tax identification number, are: Linc Energy Finance (USA), Inc. (6684); Linc USA GP (5234); Linc Energy Resources, Inc. (9613); Linc Gulf Coast Petroleum, Inc. (6790); Linc Energy Petroleum (Louisiana), LLC (1074); Linc Alaska Resources, LLC (2362); Paen Insula Holdings, LLC (1681); Linc Energy Petroleum (Wyoming), Inc. (9859); Diasu Holdings, LLC (9626); Diasu Oil & Gas Company, Inc. (8926); and Linc Energy Operations, Inc. (5806).


IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS

In re:)	Chapter 11
)	
LINC USA GP, <i>et al.</i> ¹)	Case No. [] ()
)	
Debtors.)	(Joint Administration Requested)

**DECLARATION CONCERNING CORPORATE
OWNERSHIP STATEMENT OF LINC USA GP**

I, Jude Rolfes, Vice President of Corporate Development of Linc USA GP, one of the above-captioned debtors and debtors in possession, declare under penalty of perjury under the laws of the United States of America that I have reviewed the foregoing *Corporate Ownership Statement of Linc USA GP* submitted herewith and that the information contained therein is true and correct to the best of my information and belief.

Dated: May 23 , 2016



Jude Rolfes
Vice President of Corporate Development of
Linc Gulf Coast Petroleum, Inc.

¹ The Debtors in these chapter cases, along with the last four digits of each Debtor's federal tax identification number, are: Linc Energy Finance (USA), Inc. (6684); Linc USA GP (5234); Linc Energy Resources, Inc. (9613); Linc Gulf Coast Petroleum, Inc. (6790); Linc Energy Petroleum (Louisiana), LLC (1074); Linc Alaska Resources, LLC (2362); Paen Insula Holdings, LLC (1681); Linc Energy Petroleum (Wyoming), Inc. (9859); Diasu Holdings, LLC (9626); Diasu Oil & Gas Company, Inc. (8926); and Linc Energy Operations, Inc. (5806).

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS**

In re: LINC USA GP, <i>et al.</i> ¹ <div style="text-align: right;">Debtors.</div>)))))	Chapter 11 Case No. [] () (Joint Administration Requested)
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LIST OF EQUITY SECURITY HOLDERS OF LINC USA GP

Pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(3), the following is a list of the debtor's equity security holders of each class showing the number and kind of interest:

Equity Holder	Address of Equity Holder	Number of Shares or Units Held / Percentage of Equity Held
Linc Energy GP1 Pty Ltd.	Smellie & Co Building 32 Edward Street Brisbane QLD Australia 4000 GPO Box 1315 Brisbane QLD Australia 4001	99%
Linc Energy GP2 Pty Ltd.	Smellie & Co Building 32 Edward Street Brisbane QLD Australia 4000 GPO Box 1315 Brisbane QLD Australia 4001	1%

¹ The Debtors in these chapter cases, along with the last four digits of each Debtor's federal tax identification number, are: Linc Energy Finance (USA), Inc. (6684); Linc USA GP (5234); Linc Energy Resources, Inc. (9613); Linc Gulf Coast Petroleum, Inc. (6790); Linc Energy Petroleum (Louisiana), LLC (1074); Linc Alaska Resources, LLC (2362); Paen Insula Holdings, LLC (1681); Linc Energy Petroleum (Wyoming), Inc. (9859); Diasu Holdings, LLC (9626); Diasu Oil & Gas Company, Inc. (8926); and Linc Energy Operations, Inc. (5806).

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS**

In re:)	Chapter 11
LINC USA GP, <i>et al.</i> ¹)	Case No. [] ()
Debtors.)	(Joint Administration Requested)

**CONSOLIDATED LIST OF CREDITORS
HOLDING THE 30 LARGEST UNSECURED CLAIMS**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code. The following is the consolidated list of the Debtors’ creditors holding the 30 largest unsecured claims (the “Consolidated List”) based on the Debtors’ books and records as of approximately April 1, 2016. The Consolidated List is prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in these chapter 11 cases. The Consolidated List does not include (1) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101(31) or (2) secured creditors. None of these creditors are minor children. The information contained herein shall neither constitute an admission of liability by, nor is it binding on, the Debtors. The information herein, including the failure of the Debtors to list any claim as contingent, unliquidated, or disputed, does not constitute a waiver of the Debtors’ right to contest the validity, priority, or amount of any claim.

¹ The Debtors in these chapter cases, along with the last four digits of each Debtor’s federal tax identification number, are: Linc Energy Finance (USA), Inc. (6684); Linc USA GP (5234); Linc Energy Resources, Inc. (9613); Linc Gulf Coast Petroleum, Inc. (6790); Linc Energy Petroleum (Louisiana), LLC (1074); Linc Alaska Resources, LLC (2362); Paen Insula Holdings, LLC (1681); Linc Energy Petroleum (Wyoming), Inc. (9859); Diasu Holdings, LLC (9626); Diasu Oil & Gas Company, Inc. (8926); and Linc Energy Operations, Inc. (5806).

Fill in this information to identify the case:

Debtor name Linc USA GP

United States Bankruptcy Court for the: Southern District of Texas
(State)

Case number (if known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	PREMIUM OILFIELD SERVICES, LLC PO BOX 203763 DALLAS, TX 75320	P: 337-857-5788 mark.faulk@premiumofs.com	Vendor	Disputed	\$383,108	\$0.00	\$383,108
2	CRAIN BROTHERS, INC. 300 RITA DRIVE BELL CITY, LA 70630	P: 337-905-2411 carl@crainbrothers.com	Vendor				\$346,367
3	SWAT, INC. P.O. BOX 1299 WINNIE, TX 77665	P: 409-296-4983 kdanforth@swatconstruction.com	Vendor				\$241,277
4	CDM RESOURCE MANAGEMENT, LLC 2001 BRYAN STREET SUITE 3700 DALLAS, TX 75201	P: 214-750-1771 rex.kutzer@cdmrm.com	Vendor				\$226,350
5	TANNER SERVICES, LLC P.O. BOX 1434 EUNICE, LA 70535	P: 337-432-5416 nolan@tannerservices.com	Vendor				\$197,881
6	WOOD GROUP PRODUCTION AND CONSULTING SERVICES PO BOX 301415 DALLAS, TX 75303	P: 713-984-1000 cat.romeo@woodgroup.com	Vendor				\$190,600
7	AAA WELL SERVICE LLC P.O. BOX 33 MILLSAP, TX 76066	P: 940-682-9200 edyf@isramco-jay.com	Vendor				\$190,001
8	WOOD GROUP PRODUCTION SERVICES PO BOX 301415 DALLAS, TX 75303	P: 713-984-1000 tommie.reasoner@woodgroup.com	Vendor				\$170,869

Debtor Linc USA GP

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	PRO FIELD SERVICES, INC. P.O. BOX 525 HALLETTSVILLE, TX 77964	P: 361-798-5540	Vendor				\$166,593
10	ERNST & YOUNG LLP PNC BANK C/O ERNST & YOUNG US LLP 3712 SOLUTIONS CENTER CHICAGO, IL 60677	steven.noteboom@ey.com	Accounting Services				\$163,483
11	WARRIOR ENERGY SERVICES CORP DEPARTMENT 2114 P O BOX 122114 DALLAS, TX 75312	P: 337-714-4545 tevens@bwwc.com	Vendor	Disputed	\$158,373	\$0.00	\$158,373
12	NEW TECH GLOBAL VENTURES LLC PO BOX 4724 MSC 800 HOUSTON, TX 77210	P: 281-951-4330 ibuechner@ntglobal.com	Vendor	Disputed	\$122,384	\$0.00	\$122,384
13	GOLDER ASSOCIATES INC 2121 ABBOTT RD SUITE 100 ANCHORAGE, AK 99507	P: 907-344-6001 susan_wilson@golder.com	Vendor				\$105,370
14	ARD WELL SERVICE, LLC 17168 FRAZIER DR BATSON, TX 77519	P: 936-262-8461 ardwellservice@yahoo.com	Vendor				\$92,483
15	CROWELL & MORING LLP PO BOX 75509 BALTIMORE, MD 21275	jtipton@crowell.com	Legal Fees				\$89,169
16	PREMIERE INC PO BOX 4585 HOUSTON, TX 77210	P: 800-551-3140 butchabshire@premiereinc.com	Vendor				\$81,676
17	NATURAL GAS COMPRESSION SYSTEMS, INC. 2480 AERO PARK DR. TRAVERSE CITY, MI 49686	P: 231-941-0107 bcoaster@ngcsi.com	Vendor				\$81,045
18	PENINSULA MARINE INC PO BOX 501 PORT BOLIVAR, TX 77650	P: 409-684-2396 wayne@peninsulamarine.com	Vendor				\$80,336
19	UNIVERSAL WELLHEAD SERVICES, LLC 5729 LEOPARD ST. BUILDING 9 CORPUS CHRISTI, TX 78408	P: 361-299-1100 andyheater@universalwellhead.com	Vendor				\$76,363
20	SMART OILFIELD SERVICES INC PO BOX 3002 LIBERTY, TX 77575	P: 936-336-3768	Vendor				\$68,814

Debtor Linc USA GP

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
21	FRANCIS DRILLING FLUIDS LTD PO BOX 677438 DALLAS, TX 75267	P: 800-252-3104	Vendor				\$65,743
22	KNIGHT OIL TOOLS, INC P O BOX 53883 LAFAYETTE, LA 70505		Vendor				\$61,477
23	TRAVIS/PETERSON ENVIRONMENTAL CONSULTING, INC 3305 ARTIC BLVD SUITE 102 ANCHORAGE, AK 99503	P: 907-522-4337 mtravis@tpeci.com	Vendor				\$61,040
24	SUPERIOR SLICKLINE SERVICES DEPARTMENT 2114, P.O. BOX 122114 DALLAS, TX 75312	P: 281-388-0992 ralaniz@bwwc.com	Vendor				\$60,744
25	CARDINAL COIL TUBING PO BOX 12140 NEW IBERIA, LA 70562	nmiller@cardinalsvc.com	Vendor				\$58,453
26	TREND SERVICES PO BOX 747 BROUSSARD, LA 70518	mhardy@tcinc.cc	Vendor				\$52,286
27	LEGGETTE BRASHEARS & GRAHAM, INC. 4 RESEARCH DRIVE STE 204 SHELTON, CT 06484		Vendor				\$50,230
28	PCS FERGUSON, INC. 3771 EUREKA WAY FREDERICK, CO 80516	linda.maguire@doverals.com	Vendor				\$49,679
29	SHIVERS ENTERPRISES, INC. PO BOX 357 HULL, TX 77564	robinw@sivers-enterprises.com	Vendor				\$48,202
30	DRILL LABS CORPORATION 915 TALBOT AVENUE THIBODEAUX, LA 70301	gailbyrd@drilllabs.com	Vendor				\$41,883

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS**

In re:)	Chapter 11
LINC USA GP, <i>et al.</i> ¹ .)	Case No. [] ()
Debtors.)	(Joint Administration Requested)

**DECLARATION CONCERNING CONSOLIDATED LIST
OF CREDITORS HOLDING THE 30 LARGEST UNSECURED CLAIMS**

I, Jude Rolfes, Vice President of Corporate Development of Linc USA, GP, one of the above-captioned debtors and debtors in possession, declare under penalty of perjury under the laws of the United States of America that I have reviewed the foregoing *Consolidated List of Creditors Holding the 30 Largest Unsecured Claims* submitted herewith and that the information contained therein is true and correct to the best of my information and belief.

Dated: _____ May 23, 2016



Jude Rolfes
Vice President of Corporate Development of
Linc USA, GP

¹ The Debtors in these chapter cases, along with the last four digits of each Debtor's federal tax identification number, are: Linc Energy Finance (USA), Inc. (6684); Linc USA GP (5234); Linc Energy Resources, Inc. (9613); Linc Gulf Coast Petroleum, Inc. (6790); Linc Energy Petroleum (Louisiana), LLC (1074); Linc Alaska Resources, LLC (2362); Paen Insula Holdings, LLC (1681); Linc Energy Petroleum (Wyoming), Inc. (9859); Diasu Holdings, LLC (9626); Diasu Oil & Gas Company, Inc. (8926); and Linc Energy Operations, Inc. (5806).

**UNANIMOUS WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS
OF
LINC USA GP**

The undersigned, being all of the members of the board of directors of Linc USA GP, a Texas general partnership (the "Company"), and, being entitled to vote upon the approval of the resolutions attached hereto as Exhibit A (the "Resolutions"), hereby consent to the adoption of the Resolutions without a meeting of the board of directors of the Company to have the same force and effect as if approved by unanimous vote at a formal meeting of the board of directors of the Company duly called and held for the purpose of approving the Resolutions.

IN WITNESS WHEREOF, the undersigned directors of the Company have executed this Written Consent as of May 23, 2016.



Craig Ricato


Michael Mapp

**UNANIMOUS WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS
OF
LINC USA GP**

The undersigned, being all of the members of the board of directors of Linc USA GP, a Texas general partnership (the "Company"), and, being entitled to vote upon the approval of the resolutions attached hereto as Exhibit A (the "Resolutions"), hereby consent to the adoption of the Resolutions without a meeting of the board of directors of the Company to have the same force and effect as if approved by unanimous vote at a formal meeting of the board of directors of the Company duly called and held for the purpose of approving the Resolutions.

IN WITNESS WHEREOF, the undersigned directors of the Company have executed this Written Consent as of May 23, 2016.

Craig Ricato



Michael Mapp

Exhibit A

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF
LINC USA GP**

May 23, 2016

CHAPTER 11 FILING

WHEREAS, the Board of Directors (the “Board”) has reviewed and discussed the financial and operational condition of Linc USA GP (the “Company”) and the Company’s business on the date hereof, including the current and historical performance of the Company, the assets and liquidity of the Company, the current long-term liabilities of the Company, the market for the Company’s services, and credit market conditions; and

WHEREAS, the Board has received, reviewed, and discussed the recommendations of senior management of the Company and the Company’s legal, financial, and other advisors as to the relative risks and benefits of the strategic alternatives available to the Company, including pursuing a bankruptcy proceeding under the provisions of Title 11 of the United States Code (the “Bankruptcy Code”); and

WHEREAS, after review and discussion and due consideration of all of the information presented to the Board, the Board deems it advisable and in the best interests of the Company, including without limitation, its creditors, employees, stockholders and other investors, stakeholders and other interested parties, for the Company to file a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

NOW, THEREFORE, BE IT, RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, and other parties in interest, that the Company shall be and hereby is authorized to file or cause to be filed a voluntary petition for relief (such voluntary petition, and the voluntary petitions to be filed by the Company’s affiliates, collectively, the “Chapter 11 Cases”) under the provisions of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Texas (the “Bankruptcy Court”); and

RESOLVED, that the President, Secretary and Vice President – Corporate Development of the Company (collectively, the “Authorized Officers”), acting alone or with one or more other Authorized Officers be, and hereby is, authorized, empowered and directed to execute and file on behalf of the Company all petitions, schedules, lists and other motions, papers, or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company’s business; and

DEBTOR IN POSSESSION FINANCING

RESOLVED, that the forms, terms and provisions of debtor in possession financing to fund, among other things, postpetition operating expenses and expenses of administration of the Chapter 11 Cases, in substantially the form summarized for the Board, be, and the same hereby

are in all respects approved, and each of the Authorized Officers is hereby authorized and empowered, in the name of and on behalf of the Company and its subsidiaries, to execute a debtor in possession credit agreement (such executed agreement, the “DIP Credit Agreement”) to which the Company or its subsidiaries are parties, each in the form as the Authorized Officer executing the same shall approve, such approval to be conclusively evidenced by his or her execution and delivery thereof, and;

RESOLVED, that the Company and its subsidiaries, as debtors and debtors in possession under the Bankruptcy Code shall be, and hereby are, authorized to incur all obligations incurred under the DIP Credit Agreement (the “DIP Obligations”) and undertake any and all related transactions contemplated thereby (collectively, the “Financing Transactions”); and

RESOLVED, that any Authorized Officer as designated by the Board, hereby is authorized, directed and empowered from time to time in the name and on behalf of the Company and its subsidiaries to take any and all such actions, and to execute and deliver or cause to be executed and delivered under seal of the Company or its subsidiaries or otherwise, any and all such other documents, agreements, certificates, writings and instruments to be delivered in connection with the DIP Credit Agreement (including, without limitation, any amendments, supplements, or modifications to the DIP Credit Agreement and such other documents, agreements, certificates, writings and instruments to be delivered in connection therewith), and to grant the security interests in or liens on any real or personal property of the Company or its subsidiaries now or hereafter acquired as contemplated in the DIP Credit Agreement, with full authority to indorse, assign, or guarantee any of the foregoing in the name of the Company or its subsidiaries in each case, as any such Authorized Officer may deem necessary or advisable to carry out the intent and purposes of the immediately foregoing resolution, and his or her execution and delivery therefore to be conclusive evidence that he or she deems is necessary or advisable, his or her execution and delivery thereof to be conclusive evidence of his or her authority, to so act and his or her approval thereof; and

RESOLVED, that any Authorized Officer as designated by the Board be, and hereby is, authorized and directed, and each of them, acting alone, hereby is, authorized, directed, and empowered in the name of, and on behalf of, the Company and its subsidiaries, as debtors and debtors in possession, to take such actions and execute and deliver (a) a 13-week cash flow budget; (b) the DIP Credit Agreement and such agreements, certificates, instruments, guaranties, notices and any and all other documents as such Authorized Officers may deem necessary and appropriate to facilitate the financing transactions thereunder (collectively, the “Financing Documents”); (c) such other instruments, certificates, notices, assignments and documents as may be reasonably requested by the lenders to the DIP Credit Agreement (collectively, the “DIP Lenders”); and (d) such forms of deposit account control agreements and other agreements with third parties relating to the collateral (including without limitation, bank agency agreements, lockbox agreements, cash management agreements, landlord agreements and warehouse waivers), officer’s certificates and compliance certificates as may be required by the DIP Credit Agreement or any other Financing Document; and

RESOLVED, that any Authorized Officer as designated by the Board, be, and each of them hereby is, authorized and empowered to authorize the DIP Lenders to file any Uniform

Commercial Code (the “UCC”) financing statements and any necessary assignments for security or other documents in the name of the Company and its subsidiaries that any DIP Lender deems necessary or convenient to perfect any lien or security interest granted under the DIP Credit Agreement, including any such UCC financing statement containing a supergeneric description of collateral, such as “all assets,” “all property now or hereafter acquired” and other similar descriptions of like import, and to execute and deliver, and to record or authorize the recording of, such mortgages and deeds of trust in respect of real property of the Company and its subsidiaries and such other filings in respect of intellectual and other property of the Company and its subsidiaries, in each case as the DIP Lenders may reasonably request to perfect the security interests of the DIP Lenders under the DIP Credit Agreement; and

RESOLVED, that any Authorized Officer as designated by the Board, be, and hereby is, authorized and empowered to take all such further actions including, without limitation, to pay all fees and expenses in accordance with the terms of the Financing Documents, which shall in their sole judgment be necessary, proper or advisable to perform the Company’s and its subsidiaries’ obligations under or in connection with the DIP Credit Agreement or any of the other Financing Documents and the transactions contemplated therein and to carry out fully the intent of the foregoing resolutions; and

RESOLVED, that any Authorized Officer as designated by the Board, be, and hereby is, authorized and empowered to execute and deliver any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions and extensions of the DIP Credit Agreement or any of the Financing Documents which shall in his or her sole judgment be necessary, proper or advisable.

RETENTION OF PROFESSIONALS

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the law firm of Bracewell LLP as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights and obligations, including filing any pleadings; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Bracewell LLP; and

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of Sandler O’Neill + Partners, L.P., as financial advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights and obligations; and in connection therewith, each of the Authorized Officers is, with power of delegation, hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Sandler O’Neill + Partners, L.P.; and

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of Kurtzman Carson Consultants LLC (“KCC”) as notice, claims, and balloting

agent and as administrative advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of KCC; and

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary; and

RESOLVED, that each of the Authorized Officers be, and hereby is, with power of delegation, authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that each of the Authorized Officers deem necessary, proper, or desirable in connection with the Company's chapter 11 case, with a view to the successful prosecution of such case; and

APPOINTMENT OF VICE PRESIDENT – CORPORATE DEVELOPMENT

WHEREAS, Jude Rolfes is an employee of the Company and has been designated by the President to serve the Company in various capacities, including chief financial officer for the U.S. oil and gas business, business development manager and most recently as the Vice President – Corporate Development;

WHEREAS, the Board wishes to ratify and confirm the appointment of Jude Rolfes as the Vice President – Corporate Development for the Company, effective as of July 1, 2012.

NOW, THEREFORE BE IT RESOLVED, that the appointment of Jude Rolfes as the Vice President – Corporate Development for the Company, effective as of July 1, 2012 is hereby approved, ratified and confirmed; and further

RESOLVED that that any actions taken by Jude Rolfes, prior to the date hereof are hereby ratified, confirmed, approved and adopted as actions of the Company; and

GENERAL

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the Authorized Officers (and their designees and delegates) be, and hereby is, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such agreements, certificates, instruments and other documents and to pay all

expenses, including but not limited to filing fees, in each case as in such officer's or officers' judgment, shall be necessary, advisable or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and

RESOLVED, that Board has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Company, or hereby waive any right to have received such notice; and

RESOLVED, that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Company with the same force and effect as if each such act, transaction, agreement, or certificate has been specifically authorized in advance by resolution of the Board; and

RESOLVED, that each of the Authorized Officers (and their designees and delegates) be and hereby is authorized and empowered to take all actions or to not take any action in the name of the Company with respect to the transactions contemplated by these resolutions hereunder as the sole shareholder, partner, member, or managing member of each direct subsidiary of the Company, in each case, as such Authorized Officer shall deem necessary or desirable in such Authorized Officers' reasonable business judgment as may be necessary or convenient to effectuate the purposes of the transactions contemplated herein.

UNANIMOUS WRITTEN CONSENT
OF THE
PARTNERS
OF
LINC USA GP

The undersigned, being all of the partners of Linc USA GP, a Texas general partnership (the "Company"), and, being entitled to vote upon the approval of the resolutions attached hereto as Exhibit A (the "Resolutions"), hereby consent to the adoption of the Resolutions without a meeting of the partners of the Company to have the same force and effect as if approved by unanimous vote at a formal meeting of the partners of the Company duly called and held for the purpose of approving the Resolutions.

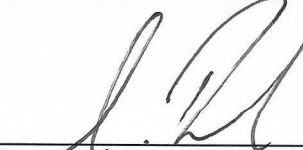
IN WITNESS WHEREOF, the undersigned partners of the Company have executed this Written Consent as of May 23, 2016.

LINC ENERGY GP1 PTY LTD



Craig Ricato, Director

LINC ENERGY GP2 PTY LTD



Craig Ricato, Director

Exhibit A

**RESOLUTIONS OF THE PARTNERS OF
LINC USA GP**

March 31, 2016

CHAPTER 11 FILING

WHEREAS, the Partners (the “Partners”) have reviewed and discussed the financial and operational condition of Linc USA GP (the “Company”) and the Company’s business on the date hereof, including the current and historical performance of the Company, the assets and liquidity of the Company, the current long-term liabilities of the Company, the market for the Company’s services, and credit market conditions; and

WHEREAS, the Partners have received, reviewed, and discussed the recommendations of senior management of the Company and the Company’s legal, financial, and other advisors as to the relative risks and benefits of the strategic alternatives available to the Company, including pursuing a bankruptcy proceeding under the provisions of Title 11 of the United States Code (the “Bankruptcy Code”); and

WHEREAS, after review and discussion and due consideration of all of the information presented to the Partners, the Partners deem it advisable and in the best interests of the Company, including without limitation, its creditors, employees, stockholders and other investors, stakeholders and other interested parties, for the Company to file a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

NOW, THEREFORE, BE IT, RESOLVED, that in the judgment of the Partners, it is desirable and in the best interests of the Company, its creditors, and other parties in interest, that the Company shall be and hereby is authorized to file or cause to be filed a voluntary petition for relief (such voluntary petition, and the voluntary petitions to be filed by the Company’s affiliates, collectively, the “Chapter 11 Cases”) under the provisions of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Texas (the “Bankruptcy Court”); and

RESOLVED, that the President, Secretary and Vice President – Corporate Development of the Company (collectively, the “Authorized Officers”), acting alone or with one or more other Authorized Officers be, and hereby is, authorized, empowered and directed to execute and file on behalf of the Company all petitions, schedules, lists and other motions, papers, or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company’s business; and

DEBTOR IN POSSESSION FINANCING

RESOLVED, that the forms, terms and provisions of debtor in possession financing to fund, among other things, postpetition operating expenses and expenses of administration of the Chapter 11 Cases, in substantially the form summarized for the Partners, be, and the same hereby

are in all respects approved, and each of the Authorized Officers is hereby authorized and empowered, in the name of and on behalf of the Company and its subsidiaries, to execute a debtor in possession credit agreement (such executed agreement, the “DIP Credit Agreement”) to which the Company or its subsidiaries are parties, each in the form as the Authorized Officer executing the same shall approve, such approval to be conclusively evidenced by his or her execution and delivery thereof, and;

RESOLVED, that the Company and its subsidiaries, as debtors and debtors in possession under the Bankruptcy Code shall be, and hereby are, authorized to incur all obligations incurred under the DIP Credit Agreement (the “DIP Obligations”) and undertake any and all related transactions contemplated thereby (collectively, the “Financing Transactions”); and

RESOLVED, that any Authorized Officer as designated by the Partners, hereby is authorized, directed and empowered from time to time in the name and on behalf of the Company and its subsidiaries to take any and all such actions, and to execute and deliver or cause to be executed and delivered under seal of the Company or its subsidiaries or otherwise, any and all such other documents, agreements, certificates, writings and instruments to be delivered in connection with the DIP Credit Agreement (including, without limitation, any amendments, supplements, or modifications to the DIP Credit Agreement and such other documents, agreements, certificates, writings and instruments to be delivered in connection therewith), and to grant the security interests in or liens on any real or personal property of the Company or its subsidiaries now or hereafter acquired as contemplated in the DIP Credit Agreement, with full authority to indorse, assign, or guarantee any of the foregoing in the name of the Company or its subsidiaries in each case, as any such Authorized Officer may deem necessary or advisable to carry out the intent and purposes of the immediately foregoing resolution, and his or her execution and delivery therefore to be conclusive evidence that he or she deems is necessary or advisable, his or her execution and delivery thereof to be conclusive evidence of his or her authority, to so act and his or her approval thereof; and

RESOLVED, that any Authorized Officer as designated by the Partners be, and hereby is, authorized and directed, and each of them, acting alone, hereby is, authorized, directed, and empowered in the name of, and on behalf of, the Company and its subsidiaries, as debtors and debtors in possession, to take such actions and execute and deliver (a) a 13-week cash flow budget; (b) the DIP Credit Agreement and such agreements, certificates, instruments, guaranties, notices and any and all other documents as such Authorized Officers may deem necessary and appropriate to facilitate the financing transactions thereunder (collectively, the “Financing Documents”); (c) such other instruments, certificates, notices, assignments and documents as may be reasonably requested by the lenders to the DIP Credit Agreement (collectively, the “DIP Lenders”); and (d) such forms of deposit account control agreements and other agreements with third parties relating to the collateral (including without limitation, bank agency agreements, lockbox agreements, cash management agreements, landlord agreements and warehouse waivers), officer’s certificates and compliance certificates as may be required by the DIP Credit Agreement or any other Financing Document; and

RESOLVED, that any Authorized Officer as designated by the Partners, be, and each of them hereby is, authorized and empowered to authorize the DIP Lenders to file any Uniform

Commercial Code (the “UCC”) financing statements and any necessary assignments for security or other documents in the name of the Company and its subsidiaries that any DIP Lender deems necessary or convenient to perfect any lien or security interest granted under the DIP Credit Agreement, including any such UCC financing statement containing a supergeneric description of collateral, such as “all assets,” “all property now or hereafter acquired” and other similar descriptions of like import, and to execute and deliver, and to record or authorize the recording of, such mortgages and deeds of trust in respect of real property of the Company and its subsidiaries and such other filings in respect of intellectual and other property of the Company and its subsidiaries, in each case as the DIP Lenders may reasonably request to perfect the security interests of the DIP Lenders under the DIP Credit Agreement; and

RESOLVED, that any Authorized Officer as designated by the Partners, be, and hereby is, authorized and empowered to take all such further actions including, without limitation, to pay all fees and expenses in accordance with the terms of the Financing Documents, which shall in their sole judgment be necessary, proper or advisable to perform the Company’s and its subsidiaries’ obligations under or in connection with the DIP Credit Agreement or any of the other Financing Documents and the transactions contemplated therein and to carry out fully the intent of the foregoing resolutions; and

RESOLVED, that any Authorized Officer as designated by the Partners, be, and hereby is, authorized and empowered to execute and deliver any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions and extensions of the DIP Credit Agreement or any of the Financing Documents which shall in his or her sole judgment be necessary, proper or advisable.

RETENTION OF PROFESSIONALS

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the law firm of Bracewell LLP as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights and obligations, including filing any pleadings; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Bracewell LLP; and

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of Sandler O’Neill + Partners, L.P., as financial advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights and obligations; and in connection therewith, each of the Authorized Officers is, with power of delegation, hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Sandler O’Neill + Partners, L.P.; and

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of Kurtzman Carson Consultants LLC (“KCC”) as notice, claims, and balloting

agent and as administrative advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of KCC; and

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary; and

RESOLVED, that each of the Authorized Officers be, and hereby is, with power of delegation, authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that each of the Authorized Officers deem necessary, proper, or desirable in connection with the Company's chapter 11 case, with a view to the successful prosecution of such case; and

APPOINTMENT OF VICE PRESIDENT – CORPORATE DEVELOPMENT

WHEREAS, Jude Rolfes is an employee of the Company and has been designated by the President to serve the Company in various capacities, including chief financial officer for the U.S. oil and gas business, business development manager and most recently as the Vice President – Corporate Development;

WHEREAS, the Partners wish to ratify and confirm the appointment of Jude Rolfes as the Vice President – Corporate Development for the Company, effective as of July 1, 2012.

NOW, THEREFORE BE IT RESOLVED, that the appointment of Jude Rolfes as the Vice President – Corporate Development for the Company, effective as of July 1, 2012 is hereby approved, ratified and confirmed; and further

RESOLVED that that any actions taken by Jude Rolfes, prior to the date hereof are hereby ratified, confirmed, approved and adopted as actions of the Company; and

GENERAL

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the Authorized Officers (and their designees and delegates) be, and hereby is, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such agreements, certificates, instruments and other documents and to pay all

expenses, including but not limited to filing fees, in each case as in such officer's or officers' judgment, shall be necessary, advisable or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and

RESOLVED, that the Partners have received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Company, or hereby waive any right to have received such notice; and

RESOLVED, that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Company with the same force and effect as if each such act, transaction, agreement, or certificate has been specifically authorized in advance by resolution of the Partners; and

RESOLVED, that each of the Authorized Officers (and their designees and delegates) be and hereby is authorized and empowered to take all actions or to not take any action in the name of the Company with respect to the transactions contemplated by these resolutions hereunder as the sole shareholder, partner, member, or managing member of each direct subsidiary of the Company, in each case, as such Authorized Officer shall deem necessary or desirable in such Authorized Officers' reasonable business judgment as may be necessary or convenient to effectuate the purposes of the transactions contemplated herein.